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“Do You Hear What I Hear”
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MFA Imaging Arts/Computer Animation
School of Film and Animation
Rochester Institute of Technology
March 1, 2009

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Abstract

This paper will follow the creative process which I underwent while making the film “Do You Hear What I Hear?” Starting with the initial inspiration and breaking down each process so that the reader may better understand my creative motivations for the film. The Character and Set Design, along with Lighting and Rendering will be paid the most attention because, in my studies, these areas were where most of my attention was being placed. I will discuss the creative choices which were made in each area, and finish with the first official screening of the film as well as the audience's comments and reactions.

It All Starts With an Idea

Like all things, a good thesis film starts with an idea. For me the idea for *Do You Hear What I Hear* was not an easy thing to come across. Fresh off completing my previous film, my creative energies were drained and almost immediately I was expected to come up with the idea for my next and most important film to date. I knew I wanted my thesis film to surpass the quality of any of my previous films and felt that I would have the time and talents to make it so, but had no idea where to begin. After wish-washing over a couple of weak ideas, inspiration finally hit me from an unlikely source.

One day I stumbled across an internet article about the various creatures and atrocities in the world that support Arthur Schopenhauer's view that the normal state of human emotions is meant to be suffering, rather than happiness as most people believe. I was immediately interested in learning more about Arthur Schopenhauer and his unusual philosophy as he seemed to have the same dark tendencies and ideas that I, for some reason, always feel the need to showcase in my work. With the loan of a book about Arthur Schopenhauer from Skip Battaglia, I began to try and understand just who Schopenhauer was and what his philosophies were. It was while I was reading about Schopenhauer's life when the first spark of an idea for the story of my film hit me. It was a simple vision of a man behind a desk in a seemed state of suspension, a blank look on his face as though he had been sitting there stuck in that spot for a very long time. Once I finally hit on that initial idea the first draft of my script came about relatively fast and I finally had something I could build upon, as well as something that I felt had great potential to become the quality film I intended to produce.

While it was Arthur Schopenhauer's philosophy and ideas that were the jumping off point for this film, I really feel that the end result is more of a representation of my own philosophies

and ideas as influenced by Schopenhauer. The best example of this being that in the end, the film is more about the cycle of despair and sorrow, rather than a statement that the natural state of all beings is suffering. One idea that remained solidly intact from Schopenhauer would be the ability for music to bring us out of the state of suffering, or in the case of my film despair, albeit only temporarily. This was one of the things that really drew me to Schopenhauer's philosophy as I was studying up on him because I knew that I wanted to make music a major part of my thesis film. Specifically I wanted to write, perform and record it myself.

The Characters

The characters in *Do You Hear What I Hear* were all meant to be parts of a whole, almost as though they were all different facets of the same character stuck in a never ending cyclical struggle to escape their situation. It was with this in mind that I began the character design process while keeping in mind also that the two main characters must also be different enough for the audience to catch the plot twist at the end of the film. The realization of the characters in the film feature quite a few techniques that were new to me prior to this film, and I am particularly happy with the improvement these characters show over characters in my previous films.

Arthur, the main character of the film, was the first character I designed. I knew I wanted him to look haggard and drained though not necessarily elderly and decrepit. While perusing my sketchbook one day I realized I already had an acceptable concept drawing for Arthur's head and after some deliberation I began the model. The basic model of the head was created in Maya using a template modeling technique where I created the basic shape that I wanted, then modeled

on top of that using an edge extrusion method. Another notable thing about Arthur's head is that he is the first of my films' characters to feature ears, this was a major milestone for me because never before had my modeling skills been good enough to include ears on any of my characters. It also helped that ears were necessary to the story of this film. Once the basic model was completed in Maya, it was then exported and edited in ZBrush. Though my original intention was to create a highly detailed model in ZBrush and then use normal maps in Maya, the subsurface scatter shader I used for Arthur's skin made this difficult to accomplish. That is not to say that the work done in ZBrush was completely abandoned. Though none of the fine details that I created for Arthur in ZBrush appear in the film, the edits to the base model of Arthur's head were significant enough to be included in the final model. Another first for me with Arthur was the use of hair on one of my characters. Though still mostly bald, I created a separate piece of geometry that Maya fur was then mapped onto in order for Arthur to have hair, however little it was. I knew that I wanted Arthur's clothing to be something relatively simple to contrast the wild settings I would be placing him in. After some consideration I decided on a sweater and slacks combination because I felt this would work well with Arthur's personality and his environment. The colors are intentionally a little drab and I made his sweater green so it would provide just enough contrast with the brown theme of his office, while still making him feel as though he was a part of his surroundings.

It was my intention for Schopenhauer, the secondary character, to be of a very similar design but I knew I needed to be careful so the audience wouldn't confuse the two characters. Schopenhauer was created directly from the model of Arthur in order to accomplish the sameness that I wanted between the two characters. First I revisited the head model I created for Arthur in ZBrush and made some significant changes to the facial structure while trying to maintain the

same basic head shape that I created for Arthur. Specifically the nose and lips were enlarged and the overall length of his face was shortened. Schopenhauer's body was restructured slightly to make him a bit shorter than Arthur, though this difference is not noticeable in the film because they are never seen side by side. Other significant differences are paler skin and pants, and a blue sweater. These color changes are meant to once again help reflect the environment in which we first encounter Schopenhauer and make him seem as though he is a part of his office, rather than merely existing in it.

The third character who I refer to as the Shadow Creature or transformed Arthur, provided some very unique challenges. Like Arthur's head, the Shadow Creature's head was modeled in Maya before being imported into ZBrush and edited with finer detail. Unlike Arthur, I needed the fine detail that I created in ZBrush in order to get the shadow creature to look the way I wanted him to look. In order to preserve the detail from ZBrush I decided to use a more standard phong shader on the Shadow Creature's head and forgo the more advanced subsurface scattering. Despite this, I was very happy with the final result and feel that the Shadow Creature's head lived up to the nightmare inducing visage that I wanted to create. The biggest hurdle for the Shadow Creature was deciding on a method to create his body which is supposed to be composed of smoke. Two methods were considered, animated textures and particles. I was relatively set on using some sort of particle method but I wasn't sure how exactly to go about creating his body. While looking into how exactly to solve this problem I first discovered particle curve flows in Maya. Particle curve flows are particle emitters where the particles follow NURBS curves. I needed to determine first of all if it was possible to use NURBS curves in a character rig with a skeleton, and whether or not the particle flows would still work in this situation. I set up a simple scene with a couple NURBS curves and bound them

to a three joint skeleton to see if it would work and I was happy to see that it did. However, in order for the particle flows to work properly they had to be applied to the curves before they were bound to the skeleton. I was worried that in the animation stage that the particle flows would make for a slow interacting rig and considered having two separate versions of the shadow creature with and without curve flows. An easier solution was discovered however when I realized that the particles and curve flow could be hidden during animation and no slowdown would occur. In the end the method I used for creating the Shadow Creature's body did not match my concept art as much as I would have liked, but I was pleased with the end result.

I have saved the character's eyes to discuss last as the eyes in *Do You Hear What I Hear* played an important role in distinguishing the characters and in my opinion served as a unifying trait as well. I knew from the start that the eyes would play an important role and wanted the models for the eyes to be more detailed than is found on a typical character. Fortunately I found a very good Gnomon tutorial on eye modeling and devoted several hours to the modeling of my character's eyes. At first I tried using actual photos of eyes to texture the iris but was never pleased with the result. I finally decided to paint iris with a Wacom tablet in photoshop with a non-realistic, but interesting pattern at a fairly high resolution. I knew that the first shot of the film would be a zoom out from Arthur's iris and wanted to make sure that the texture would not be pixelated from such a close angle. Also several other shots in the film were to be closeups where the eyes would need to look their best. In the end I was much happier with the stylized iris rather than a realistic texture and felt that it matched the world of my film much better. The iris was then rigged so that it could be animated dilating and contracting. Though the effect is subtle in parts, I really feel that the control over the iris dilation of my characters added another layer to their emotions in the final film. Lastly the color of each of my character's eyes needed to

be determined. I knew from early concept art that the Shadow Creature's eyes would be yellow but had not made a final decision for Arthur and Schopenhauer. At first Arthur's eyes were blue and Schopenhauer's brown until I realized that switching this would match them better to their respective initial environments so their eye colors were switched and I feel this was the proper thing to do.

The World

The world of *Do You Hear What I Hear* was very fun to create. I tried to create an environment that would reflect the twisted nature of the film's inspiration as well as build tension for the audience and the end result is something I was very pleased with.

Starting with Arthur's office I had a very clear vision of what I wanted to create with piles of books and an almost suffocating feel. Arthur's desk is big and heavy so that it's almost holding him where he sits. Books and papers everywhere were meant to convey an immediate visual history of Arthur so the audience can fill in his back-story as soon as they see the first shot of the film. Probably a couple of the more interesting set pieces in Arthur's office are the stack of books on his desk and his lamp. These were created curving in toward Arthur to give a feeling of tension and entrapment. To further heighten this tension a bend deformer was applied to both the books and lamp and animated with a sine function to make them slowly sway as if the books might topple over at any moment. The room itself also had a flare deformer applied to it so that the walls would be leaning in towards the center of the room and once again a sine function was applied to the deformer so the room would “breathe” slightly. The brown theme of Arthur's office was meant to portray an old and worn look with accents of green scattered throughout the

books.

Schopenhauer's office was created to be an extreme contrast to Arthur's office. Instead of cluttered and dark with a big heavy desk and chair it is bare and empty with a small desk and chair. This office was meant to reflect more a room that might be found in an asylum with bright white lighting and little to no furniture inside, complimenting Schopenhauer's more neurotic personality. Also of note is that this room is the only set in the film that consisted of nothing but straight lines to contrast the twisted nature of Arthur's twisted office and hallway. The idea behind this is that Arthur's office and hallway appear to be more of a manifestation of Arthur's mind and Schopenhauer's office is more of a manifestation of Schopenhauer's mind.

With that in mind, the hallway closely resembles the style of Arthur's office. It has twisted walls which worked both as an aesthetic device and a practical device as it allowed me to create a smaller set where if the hall had been straight it would have had to stretch on a great distance in order for it to seem endless like I desired. The hall was actually constructed modularly with two pieces of hallway, a straight section and a square crossing section, that could then be duplicated and assembled however I pleased. This allowed the creation of any length hallway that I needed with minimal effort. Once the modules were assembled a sine deformer was added to the whole assembly and to create the twisting effect.

The final set piece was the music room. Though the room itself was merely a black void the musical instrument found within posed an interesting challenge for me. Initially I had written the instrument as a box covered in various buttons and upon further consideration I realized that this was a bad idea. Animating a character pressing buttons on a box and having it seem as though music was being created would be a very daunting task for even the most skilled of animators, let alone myself whose main focus is lighting, texturing, and rendering instead of

animation. After this realization it was back to the drawing board. I knew that I didn't want there to be any sort of real musical instrument in the film but I wasn't sure how to approach this so that the animation wouldn't be too difficult and the act of playing said instrument would still remain interesting to watch. So I drew my inspiration for my instrument from the theremin. For those that don't know, a theremin is an instrument that is played without contact from the person who plays it. Instead the theremin player waves his hands over the instrument, one hand controlling pitch and the other controlling volume. Any further specifics of how the instrument actually works I don't know, but I knew all I needed to know. I decided on a drum shaped instrument that would be played by the performer waving their hands over the top of it in the air. In order to further enhance this I wanted the top of the instrument to react and glow according to changes in the music. For this I employed Nicolas Baish who had created a program that created visuals based on musical input. I gave Nick the two pieces of music and a general idea of the colors and textures I wanted for each piece and he then used his software to generate the animated textures I used for the top of the instrument. The end result was an instrument that was visually appealing and would be practical for me to animate.

The Music and Sound

Before there was even the basic idea for *Do You Hear What I Hear* I knew that I wanted to write and record the music for the film myself. As a musician I had always wanted to score one of my films but had never had the available time to do so. Perhaps the biggest benefit of scoring the film myself was that it was very easy to get rights to use the music in my film. All of the music was recorded directly to digital using my computer and Adobe Audition, a software I had been using since before it was owned by Adobe and so I was very comfortable with the

recording process. In the end, three original pieces were recorded for this film, one for each of the major sections.

The first piece, entitled “Entranced,” relied extensively on an effects heavy guitar riff. I wanted a piece of music that would sound mysterious and intriguing, something that would warrant Arthur's need to find the source of the music and initiate the action of the film. The guitar effects here provided the mood I was after and really worked as a piece to draw Arthur to the location where the climax of the film would take place. This track also featured a bass guitar track with minimal effects to ground the track and keep it from being too mystical and wild while filling out the low end of the sound spectrum.

The second piece of music, “Meditations,” was actually a song I had recorded before I began work on the film. The song that Arthur played himself needed to be calming and relaxing as a way to show that he had finally escaped the oppressive nature of his situation at the beginning of the film. For a while I had not considered “Meditations” to be the piece I would use for this critical moment in the film, but the more I thought about it the more I came to realize that it was just what I needed. Like “Entranced,” “Meditations” features guitar and bass, only this time instead of the heavy effects and mysterious mood it has a very relaxed and beautiful melody. In the second half of the song the lead guitar track really comes into its own and fills out the song. Unfortunately in the film much of this part of the song is cut off by the attack on Arthur.

The final piece in the film was not necessarily a piece of music. Titled “Darkness,” this piece was created with very little use of actual musical instruments. Instead I sampled lots of screams in strange noises from a Halloween special effects CD and then edited them heavily using Adobe Audition. I used a lot of pitch shifting effects in order to get a really high ear

splitting squeal that was meant to act as the major transformative catalyst during the film. This was balanced with extremely low range rumbling noises and a mid-frequency swish-swashing sound in an attempt to create a sound scape that was terrifying and which the viewer could believe would transform the character into another Shadow Creature. In the end I wasn't happy with the piece when it was just effects. I really felt it needed something to relate it to the other music which came from the instrument that was performed on guitar and bass. In order to round out "Darkness," I added another track that was a section of the first song "Entranced." This was mixed very low so that it would not become the main focus of the piece, but loud enough so that it could help relate "Darkness" back to the other two pieces in the film. After adding this track I was finally satisfied and felt I had a complete score for my film which worked together as a whole.

The sound effects for the film largely came from a recording session I did at my parent's house. Their hardwood and tile floors were ideal for recording the footstep sounds that I needed. The background noise for the film is a loop of the sound from the intake of the heating system in the basement and was exactly what I had in mind for the background track. If you listen carefully you can hear that this was reused in the final scene with a slight flange effect added to it for enhanced eeriness. All of the breathing sounds that were recorded after the final renders were complete and were performed by myself while watching the film play back in order to sync the sound. Also a bit of additional bass and guitar work was added after the final edit was complete. These additional instrument sounds were for when the music was suddenly cut off both when Arthur opened the door to the "music room" and when he was attacked. Without the extra notes the music cutoffs were too abrupt and jarring in a bad way, and so these notes really worked to smooth out these audio transitions.

The Animation

Anyone who knows me probably knows that actual animation is not my strongest skill when it comes to 3D. In fact I would go so far as to say that at least during the production of this film, animation was the bane of my existence and there were many times when I simply wanted to bang my head against the wall repeatedly. With that in mind one can better understand the minimal nature of the animation in *Do You Hear What I Hear*. Luckily I feel that this style works well for the style and mood of the films I create.

For this film I employed my friend Josh Huber to create the animation rigs for both Arthur and the Shadow Creature as far as creating the skinning. Josh is a busy guy so I still tackled the skinning and blend targets myself, but Josh gave me a couple great skeletons. That said, my less-than-amazing animation skills kept me from fully utilizing the rigs that Josh built for me, and at times they were both a blessing and a curse depending on the situation.

Animation was generally completed in two passes. The first pass being general blocking and then a second pass of refinement. Particular attention was paid to both Arthur and the Shadow Creature's performance with the imaginary instrument. I really wanted these performances to be believable to the audience so that they could feel like the music was actually being created by the characters and not just coming out of thin air. In order to create this level of believability, the music was imported directly into Maya so the characters' hands could wave in time and hit on the notes as they played. Most of the characters' gestures were created simply by animating the arms and wrists with a little finger articulation. For some of the quicker note sequences the fingers were animated individually as if they were plucking the notes in the air. In the end I was happy with the animation of these sequences, though in my head I had pictured

them as a little more grandiose. Now, just as animation is not the main focus of my 3D skill set it will not be the main focus of this paper. Moving on...

The Lighting, Rendering and Post

Lighting and rendering was one aspect of this film that I wanted to pay particular attention to because for me this is the most enjoyable part of the entire process of 3D film making. Early on it was my intention to fully utilize some of the more advanced lighting in and rendering techniques that I had learned about in my time at RIT. In the end, time and computing power prevented me from going this route. That's not to say that the lighting was not shown close attention, and I was extremely pleased with the final result despite abandoning advanced techniques.

Arthur's office was originally envisioned as a mostly colorless scene with a dull brown palette in mind. Also the darkness that is present throughout the film needed to be especially present here. When it came time to light the scene however, I changed my mind and went with a fairly saturated yellow key light and I loved the warmth that it gave to the scene and Arthur's face with the enveloping darkness all around him. Originally I had planned for the main source of light in Arthur's office to be the windows and not the lamp. Early render tests with the windows as the key light were nice, but in the end I decided that the lamp on his desk not only needed a purpose other than to sit there, but that the lamp light would better achieve the intended mood of the scene. Extensive use of light-linking was employed throughout the entire film, a luxury that 3D lighters have that real life set lighters don't. It was also through light linking that I was able to somewhat fake some of the advanced lighting techniques that I had hoped to use early on in development. I had some strange problems with my sub-surface scatter shaders and light-

linking. Several times I added lights to the scene which were unlinked from Arthur so that they would only light specific set pieces to add more light only where I wanted it. However, the sub-surface scatter shader on Arthur's head and hands would still be affected by the light despite not being linked to the light. This led to some creative solutions where the light in question would have to be repositioned so that it would not shine directly at Arthur. A minor annoyance but an annoyance nonetheless.

In order to further contrast the two main characters and their respective environments their offices were lit in two very different manners. As mentioned before in the World section of the paper, Schopenhauer's office was a very bright white, rather than an oppressive brown. With the lack of a lamp or any other obvious light sources in this set I was free to use the windows as the main light source which worked perfectly to fill the entire set with a very bright light because they were rather sizable windows. All the lights used in this room were either white or slightly blue to contrast the warm yellows and browns of Arthur's settings. I wanted the world outside to remain ambiguous so two white planes were placed in the windows and a glow effect was added to them. This helped complete the illusion that a significant amount of light was entering through the windows while at the same time not revealing anything about the outside world. A glow effect was also used on the wall behind Schopenhauer in the shot where the camera pans from his hands to his face. Though subtle, I really thought this helped to sell the brightness of the setting while at the same time remaining invisible to the audience.

The hallway was lit using similar techniques and colors to Arthur's office. Of note in the hallway scene is the light being emitted under the door of the "music room." The script was originally written for the door to this room to be significantly different than the other doors in the hallway. Later in production it became obvious to me that a separate door model was not going

to happen because I could not visualize what I wanted it to look like. Instead I opted for the light under the door to help it stand out from the others. This was achieved with two very vibrant saturated lights, one red and one blue which were animated moving back and forth. These were meant to mimic the light that would be emitted from the instrument in the subsequent scenes. In the low angle shots a couple of spheres were parented under the lights to add a glow effect under the door.

The final set was a simple lighting setup because I wanted it to essentially remain a black void with a floor. Lights were animated on and off as Arthur approached the instrument as a device to show that he was somehow trapped in this new location. My favorite part of this scene is when the door closes behind Arthur and then disappear into the dark void. What really sells this for me is the light under the door going out completely a little after the light inside the void on the door goes out. It provided a nice cascading effect that was very appealing to me. While playing the instrument it was my intention to have most if not all of the light in the scene emitting from the instrument. Instead an overhead blue key light was used to enhance the calm serenity of Arthur's moment, while a red fill light from the side was intended to foreshadow the impending danger. If the viewer pays close enough attention s/he will notice that Arthur is attacked from the direction that the red light is coming from.

Most of the rendering for the film was done in a single pass to simplify the post-production process with one exception. The final act of the film that featured the Shadow Creature was rendered in two passes, one main pass and a separate pass for the Shadow's particle body. The particles caused somewhat of a problem at this point of the process. In Maya 2008 the feature was added to allow the user to render hardware particles using Mental Ray. As Mental Ray is the primary renderer that I use I thought this would be a great idea. Not only

would this allow me to render the particles with a software render, but it also allows them to be affected by the lighting and shadowing in the scene where the hardware renderer does not. After setting up the particle passes to render and sleeping through the night I woke up to see how they turned out. To my dismay the particles rendered great for only a single frame. They weren't moving like they should and instead all the frames rendered with the particles in the same spot unmoving. My initial response was panic as my completion deadline was rapidly approaching. Luckily I soon discovered that the culprit was the Mental Ray render and I reverted to using the old standard of Maya hardware rendering. These particle passes came out with the particles as hard edged squares. In order to achieve a more smoke-like effect a blur was added to the particle pass in After Effects and then the particle and main passes were composited together.

The Screening

Screenings always bring about a strange mix of emotions for me. I realize that the films I create are not for everyone and I always worry about how well they will be accepted by the audience. For this film I was especially worried because it was meant to be the culmination of my time as a graduate student and as such I really wanted this film to be successful. Prior to the official screening at RIT I was able to show the film to several people all of whom seemed to have somewhat positive responses to the film. These initial responses eased a bit of my worry for the film's official RIT screening.

Perhaps the best and most satisfying feedback I received for my film actually happening during the screening itself, rather than during the Q&A session that followed the film. During the last scene when the Shadow Creature first removes his mask I heard a person who was sitting

in front of the gasp at the site of his disfigured face. It was then that I knew I had accomplished what I always set out to do in any work of art I create, and that is to evoke emotion. This audience member's gasp was honest proof that I was affecting my audience in some way. The comments after the film were generally positive with not a single major negative response.

When I mentioned that the design of the Shadow Creature was based on a nightmare I've had one of the audience members commented, "great, so now we can all have the same nightmare," it was precisely what I wanted to hear. Another comment that I was grateful to get was that the film seemed as though it was taking place within someone's mind. This was definitely something that I was going for with the film, and I was elated to find out that at least one person in the audience had picked that up. While I'm sure not everyone in the audience identified with the film the comments were many and positive and I feel the film was a great success. Last but not least. As I was leaving the theater after the screenings I was approached by an audience member who asked me if he could buy a copy of the film. This was a satisfying culmination to the many hours of work that went in to creating *Do You Hear What I Hear*.

Appendix A

Original Thesis Proposal

“The Schopenhauer Project”

Zach Giles

MFA Imaging Arts/Computer Animation

School of Film and Animation

Rochester Institute of Technology

May 3, 2006

Synopsis:

This piece, tentatively titled "The Schopenhauer Project" is based on my interpretation of the philosophy of Arthur Schopenhauer. I will use 3D animation to create a dark, stylized feel. An extreme pessimist, Schopenhauer posited that all of man's suffering was due to the inherently evil nature of man's will. Also according to Schopenhauer, one of the only ways to escape from the will, and its natural tendency towards suffering, was through artistic expression, the highest form of which was music. The purpose of "The Schopenhauer Project" is to explore these ideas about how man is the source of his own suffering and will consider the possibility of escape from this situation. I will note, it is more about where my thoughts went after reading Schopenhauer's work, rather than a strict interpretation of his philosophies.

Treatment:

The scene starts with a quick cut from black to a closeup of a worn out looking bookkeeper. The view expands to show a dark and dusty office as he sits behind a worn desk covered in ledger books and disheveled papers. The man at the desk stares lifelessly at nothing as the sound of time ticks away. A name plate on his desk reveals that the man's name is Arthur. It's as though he has not moved in ages, a permanent fixture in the room that hangs in a dim brown light. A fly lands on his face, though he doesn't notice when it crawls into his ear. We follow the fly into his ear and into his thoughts and see photographs of Arthur's memories of his past. From the photos we see he's lived a life of solitude and frustration. The camera exits his mind out of his eye and the camera stops in a medium closeup of his face.

Then a quick note of music is heard from a great distance away, followed by pure silence. After a brief pause, a couple more notes float in and Arthur's eyes wake up from their trance, though the rest of his body remains still. This short moment of alert silence is broken by a weak and fractured song. No longer simply notes, his interest is piqued, and he begins to stir from his state of suspension. His movements are hesitant and nervous as he comes to life and starts to investigate the source of the music.

Standing up, the dust rolls off his clothes and further chokes the atmosphere of the room as he moves from wall to wall pressing his ear against them to try and

determine his next move. He finds himself at the door but is reluctant to leave. Hesitating with his hand on the knob, he then anxiously cracks the door only wide enough for his eye to peak into the outside. Then the door creaks slowly open as he cautiously emerges from the office into a hallway.

The hall he stands in twists and turns as far as the eye can see in both directions and the music comes through a little louder. He cocks his head from side to side to determine which way to go. After choosing a direction, he starts to creep from door to door, pressing his ear against each one. The music intensifies as he wanders the hallways. The third door he tries begins to open to reveal another man sitting at a desk in a very similar situation from where Arthur started. The name plate on this man's desk reveals that his name is Schopenhauer. The men exchange tired glances, but no words. Their eyes meet for a moment and Arthur leaves as we see Schopenhauer press his ear to the door to listen.

Back in the hallway, Arthur continues his search. He finds another door, only this one is slightly more decorated and little different than the rest. Arthur approaches the door and presses his head up against it, and the door pushes open. The music stops immediately as soon as the door first cracks and once again there is plunging silence.

The room is very dark. Large objects line the walls covered in cloth and what is underneath them remains a mystery. In the middle of the room is a small worn box that is being lit by a beam of light, it seems almost magical, as if from another world entirely. Not knowing exactly what to make of the situation, the man takes one last look up and down the hallway and quietly slips into the room closing the door behind. Arthur timidly approaches the box and notices that it is covered in buttons of various sizes and shapes. He works up his courage and reaches out pressing one of the buttons and the box plays a musical note. Still unsure about his new discovery, he tries some of the different buttons on the box. Once he's convinced that the box is safe he begins to pick out a tune very similar to the one that attracted him to the room. His worn expression gives way to content and peace as he plays the song. Color returns to the drab environment and fills it with a warm light. Now distracted by his tune, Arthur is oblivious to his surroundings.

The audience sees a point of view shot of something stalking Arthur as it creeps

up on him. Once it is close enough, it leaps out at the man and there is a quick cut back to Schopenhauer with his ear on his door and he is startled as the music abruptly stops.

We cut back in with an extreme closeup of the blink of an eye. This time it is not Arthur's eye. The pupil is small, round, and surrounded by a bright gold iris. Whomever this eye belongs to is concentrating intensely on whatever it is staring down. The camera pulls back and we find the rest of the its face is covered with a mask baring a smiling, soothing expression, while the eyes remain intense and glaring. Its body is a swirling cloud of shadows that we can see through, but this only enhances his threatening appearance. A full reveal shows the back of Arthur, just waking up after his struggle. He is bound to a chair with his hands behind his back. The musical box sits on the ground between him and the masked creature.

The creature's hand reaches up to his face, and without a blink he removes the smiling mask, revealing his true mutilated face with only two staring eyes. It then places the mask on Arthur's face to cover his terror. The creature moves forward and picks up the box off the ground. Punching a combination of buttons all at once the box emits a screeching painful sound which causes the man to writhe in his bindings and the room to rumble and shake. It continues the torment as it revels in the pain he is causing to Arthur. Physically the man starts to become deformed in much the same way as the shadow creature is.

Once the man is exhausted and drained, the creature leans in close to the man's face for a final inspection. Behind the mask the eyes that stare back are once again deadened and worn. The creature cuts Arthur's bindings and he falls to the floor and the creature slides the music box over to the man for him to play. Reluctantly the man begins to play a melody on the box and the creature fills with rage snatching the box from the man and slapping him to the floor. He plays the terrible and monstrous sounds again causing the man to twist on the floor, then throws the box down in front of him again. The man moves now with great effort because of the torture that has taken place. He reaches out and takes the box once again and presses a combination of buttons.

The sound emitted is not as terrifying as the shadow creature's was, but definitely

not the musical melody he was playing before. The shadow creature, content with his work, bends over the man, and removes the mask only to reveal that the man is not Arthur, but Schopenhauer instead. Coldly, the creature stands to leave the room. It is now that we see the objects in the room that were covered in cloth have lost their shrouds and are mirrors reflecting the room. As the shadow creature walks out, in the mirror is a reflection of not the shadow creature, but Arthur in it's place, revealing Arthur's fate.

Budget

Materials:

Sketchbooks	\$5.00
Pencils	\$5.00
Scanner	\$130.00

Additional Software:

Z Brush	\$489.00
Adobe Audition	\$349.00

Duplication\Festivals:

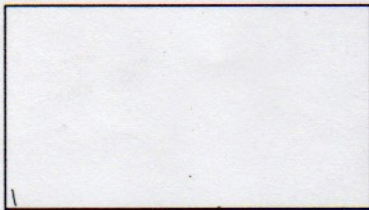
DV Tape x2	\$20.00
DVD-R 50 Pack	\$25.00
Printing Fees	\$50.00
Festival Fees	\$300.00

Sub-Total:	\$1,373.00
10% Contingency	\$137.30

Total	\$1,510.30
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Appendix B

Storyboards



1
Opening Credits
Fly Through Mind



2
Zoom Out from eye
as if coming out of his
mind. during zoom notes play



3
notes wake man
from trance



4
He looks around as if
searching for the source
of the sound



5
Wideshot. he stands
and moves around the
room, searching



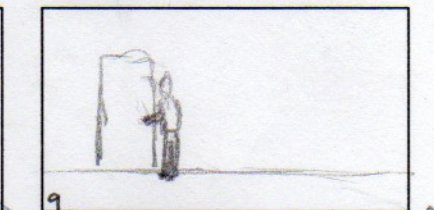
6
he arrives at the door
but is hesitant to exit.
CU of hand and knob



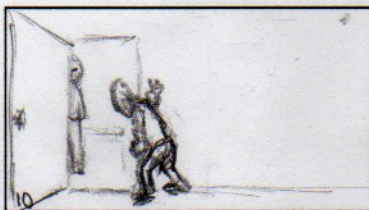
7
Reverse. Door opening
nd he peeks out



8
he wanders out into
the hall seeking the source



9
Following the sound. He wanders
through the hall trying the
various doors



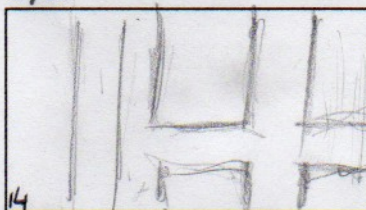
10
One of the doors he
tries opens. he is
slightly startled



11
there is a man inside.
very similar to the other.
they look into each others
eyes



13
CU of main.



14
he leaves and
closes the door



15
Dnd puts his ear
to door, listening to
what will happen



16
backs for main and he's found a strange door



17
he approaches the strange door



18
as soon as the door cracks the music stops



19
behind the door there is a strange room centered around an unusual instrument



20
He approaches the instrument hesitantly



21
After contemplating the device for a moment he wakes his hand over it and notes come out



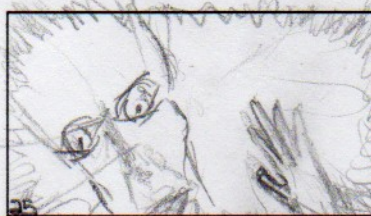
22
As if by instinct he begins to play alone. He looks happy



23
Shot of 2nd listening to the music



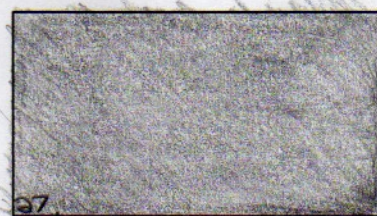
24
POV - Something watching/stalking main as he plays



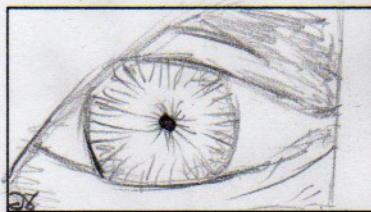
25
POV creeps up on main unnoticed and suddenly rushes him



26
quick cut to 2nd who gets startled as the music is cut off abruptly



27
Fade to black



28
CU - menacing eye



29
Zoom out from eye to reveal a strange creature wearing a mask



30
reveal 'main' tied to chair requiring consciousness. The instrument sits between the two



31 the creature removes the mask revealing a twisted visage.



32 he places the mask on "main", but the audience never quite sees his face



33 The monster begins to "play" emitting a terrifying sound



34 the man starts to transform



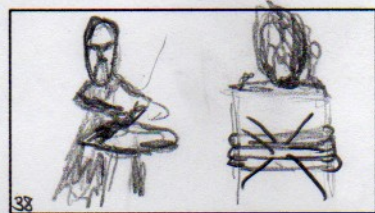
35



36 the mask falls off and we see 2nd character instead of main



37 his hands release...



38



39 and he collapses to the floor enveloped in the darkness



40 The creature stands over his victim



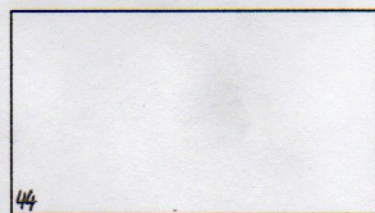
41 As he stares at his victim he starts to disapparate



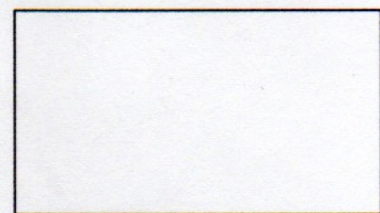
42 we see the face of the main char as the creature's when he disappears



43 shot of 2nd, now transformed and starting to stir



44 credits



45

Appendix C

Production Stills



